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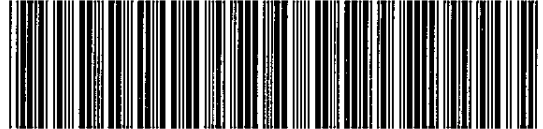
(Business Entity Name)

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January 11, 2006

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Multi-State Holdings, LLC

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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ARTICLES OF ORGANIZATION

OF

MULTI-STATE HOLDINGS, LLC

ARTICLE I
NAME

The name of this Limited Liability Company shall be MULTI-STATE HOLDINGS, LLC (the "Company").

ARTICLE II
PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Company shall be c/o Steven Rosenthal, 601 West 51st Street, Miami Beach, Florida 33140, and such other place or places as the members from time to time may determine. The mailing address of the Company is c/o Steven Rosenthal, 601 West 51st Street, Miami Beach, FL 33140.

ARTICLE III
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT

The initial registered agent of the Company shall be Steven Rosenthal. The address of the initial registered agent is 601 West 51st Street, Miami Beach, Florida 33140.

ARTICLE IV
MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager – managed company. The names and addresses of the managers who will serve as managers until the first annual meeting of members or until their successors are selected and qualified in accordance with the Operating Agreement or applicable law are:

Steven Rosenthal
601 West 51st Street
Miami Beach, FL 33140

ARTICLE V
PURPOSE OF THE COMPANY

This limited liability company may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed on the 11 day of January, 2006, effective upon filing same with the Florida Department of State.

MULTI-STATE HOLDINGS, LLC

BY:



Steven Rosenthal, Authorized Representative

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN FLORIDA.

1. The name of the limited liability company is:

MULTI-STATE HOLDINGS, LLC

2. The name and address of the registered agent and office is:

Steven Rosenthal
601 West 51st Street
Miami Beach, Florida 33140

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, REGISTERED AGENT HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. REGISTERED AGENT FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.



Steven Rosenthal

Date: January 11, 2006

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